

MANPASAND BEVERAGES LIMITED

Regd. Office: - 1768 & 1774/1, Manjusar G.I.D.C., Savli Road, Vadodara -391775.

Phone : +91 2667-290290/91, E-mail: complianceofficer@manpasand.co.in |

Website: www.manpasand.co.in, CIN : L15549GJ2010PLC063283.



POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, **Manpasand Beverages Limited** ("the Company") is seeking the approval/ consent of Members for the Resolution, proposed to be passed through Postal Ballot / Electronic Voting (E-Voting).

Members are requested to read carefully the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolution at the end of the Postal Ballot Form and return the duly completed and signed Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on, **05th July, 2018**. Ballot received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with Reg. 44 (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to postal Ballot, for all the Members of the Company. For this purpose, the Company has appointed Karvy Computershare Private Limited for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes as "**Instructions/ Procedure for Voting through Electronic means**" to this Notice of Postal Ballot. Please note that e-voting is optional. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

Mr. Niraj Trivedi, Company Secretary in Practice (Membership No. FCS 3844 and C.P. No. 3123) has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot and E-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot including e-voting and the result of the voting by Postal Ballot and e-voting will be announced on **06th July, 2018** at the registered office of the company situated at 1768 & 1774/1, Manjusar Village, Savli Road, Vadodara. The resolution, if approved, will be taken as passed effectively on the date of declaration of result i.e. **06th July, 2018** and shall be deemed to have been passed at the General Meeting of the Members.

Item No.1. Appointment of Statutory Auditors to fill Casual Vacancy.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **an Ordinary Resolution**.

RESOLVED THAT pursuant to Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force, and as per the recommendation of Audit Committee and Board of Directors, M/s., Mehra Goel & Co, Chartered Accountants, New Delhi (FRN 000517N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountant, Vadodara.

RESOLVED FURTHER THAT M/s. Mehra Goel & Co., Chartered Accountants, New Delhi (FRN 000517N) be entitled to hold office as Statutory Auditors of the Company up to the conclusion of ensuring Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.

Place: - Vadodara
Date: - 27.05.2018

By order of the Board of Directors of
Manpasand Beverages Limited

Bhavesh Jingar
Company Secretary & Compliance Officer

Notes:

1. The Explanatory Statement under Section 102 of the Act read with Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose name appears as on **Friday, the 25th May, 2018** in the Register of Members/ List of Beneficial Owners, as received from Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with the Company's Registrar and Transfer Agent. For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self-addressed pre-paid Business Reply Envelope.
4. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.manpasand.co.in, where the Postal Ballot Notice is displayed.
5. Members are requested to carefully read the instructions before exercising their vote and either return form duly completed in the attached self-addressed pre-paid postage envelope; or vote by electronic means in the manner set out herein. In each case, ensure that votes reach the scrutinizer on or before **5.00 P.M. on the 05th July, 2018** ("Last Date").
6. In case shares held by Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authorised Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form by the last date.
7. The result and the report of Scrutinizer on the postal ballot and e-voting shall be communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and will also be displayed on the Company's website www.manpasand.co.in.
8. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed at a General meeting of the members convened in that behalf.
9. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman & Managing Director i.e. on **06th July, 2018**.
10. A copy of this notice has been placed on the website of the Company www.manpasand.co.in and shall remain on the website until the last date for receipt of the postal ballots from the shareholders. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in the Newspaper and also shall be displayed on the Company's website.
11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent for sending future communication(s) in electronic form.
12. Members who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or members who have been sent this Postal Ballot electronically and who do not want to avail the E-voting facility organized through Karvy, may send a request on the e-mail id:- complianceofficer@manpasand.co.in by mentioning his/her Folio/DP No. and Client ID No. for obtaining the Notice and Postal Ballot in physical form from the company. The Member had to send the duly completed Postal Ballot form to ensure that it reaches the Scrutinizer on or before **05th July, 2018 by 5.00 p.m.**, failing which, it will be strictly considered that no reply has been received from the Member.
13. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through physical postal ballot shall be treated as invalid. A member cannot exercise his/her vote by proxy on postal ballot.
14. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Reg. 44 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of Karvy Computershare Private Limited as the Authorised Agency to provide e-voting facility.

PROCEDURE/INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>';
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none">• <u>Event no.</u> followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact Karvy Computershare Private Limited on its toll free No.1-800-34-54-001 for any further clarifications;
- iv) Members can cast their vote online from **06th June, 2018 @ 09.00 a.m.** to **05th July, 2018 @ 05.00 p.m.**. E-voting module will be disabled after **05th July, 2018 on 5.00 p.m.** for E-voting by shareholders;
- v) After entering these details appropriately, click on "LOGIN";
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- vii) You need to login again with the new credentials;
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Manpasand Beverages Limited**';
- ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used;
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN';
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL "and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote;
- xiii) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to mailneerajtrivedi@gmail.com and evoting@karvy.com.The file scanned image of the Board Resolution should be in the naming format "**Manpasand Beverages Limited_ Event no.**".

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara, have tendered their resignation as Statutory Auditors of the company, resulting into casual vacancy in the office of Statutory Auditors of the Company as per Section 139 (8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of Statutory Auditors can only be filled up by the Board subject to the approval of the members. The Board as per the recommendation of the Audit Committee, has proposed to appoint M/s. Mehra Goel & Co, (FRN 000517N), Chartered Accountants, New Delhi, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara.

M/s. Mehra Goel & Co., Chartered Accountants, New Delhi, have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation, their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In the view of the above, you are requested to grant your consent to the ordinary resolution as set out in postal ballot notice dated 27th May, 2018.

None of directors, key managerial persons or their relatives, are in any way, concerned or interested in the said resolution.

Place:- Vadodara
Date:- 27.05.2018

By order of the Board of Directors of
Manpasand Beverages Limited

Bhavesh Jingar
Company Secretary & Compliance Officer

Registered office;
1768 & 1774/1,
Manjusar GIDC, Savli Road,
Vadodara - 391775.